

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO *et al.*,

Debtors.¹

PROMESA Title III

Case No. 17 BK 3283-LTS

(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

PUERTO RICO ELECTRIC POWER AUTHORITY,

Debtor.

PROMESA Title III

Case No. 17 BK 4780-LTS

(This court filing relates only to
Case No. 17 BK 4780-LTS)

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283- LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747).

NATIONAL PUBLIC FINANCE GUARANTEE CORPORATION, ASSURED GUARANTY CORP., ASSURED GUARANTY MUNICIPAL CORP., and SYNCORA GUARANTEE INC.,

Movants,

v.

THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*, and PUERTO RICO ELECTRIC POWER AUTHORITY,

Respondents.

NATIONAL PUBLIC FINANCE GUARANTEE CORPORATION,

Movants on the Motion to Compel,

v.

CITIGROUP GLOBAL MARKETS INC.,

Respondents on the Motion to Compel.

DECLARATION OF ROBERT BEREZIN IN SUPPORT OF THE URGENT MOTION OF NATIONAL PUBLIC FINANCE GUARANTEE CORPORATION TO COMPEL PRODUCTION OF DOCUMENTS, A CATEGORICAL PRIVILEGE LOG, AND OTHER RELIEF FROM CITIGROUP GLOBAL MARKETS INC.

Robert Berezin, pursuant to 28 U.S.C. § 1746, declares and states as follows:

1. I am a member of the bar of the State of New York, I am admitted to practice before this Court pro hac vice, and I am a partner with the firm of Weil, Gotshal & Manges LLP, attorneys for National Public Finance Guarantee Corporation (“National”).

2. I submit this declaration in support of National's Urgent Motion to Compel Production of Documents, a Categorical Privilege Log, and Other Relief from Citigroup Global Markets, Inc.

3. Attached hereto as Exhibit A is a true and correct copy of the Amended and Restated Engagement Letter between the Financial Oversight and Management Board and Citigroup Global Markets, Inc., dated February 13, 2018 (Case No. 17-03283, ECF No. 2944-2).

4. Attached hereto as Exhibit B is a true and correct copy of National's Subpoena to Citigroup Global Markets, Inc., dated January 11, 2019.

5. Attached hereto as Exhibit C is a true and correct copy of Non-Party Citigroup Global Markets, Inc.'s Supplemental Responses and Objections to Requests for Production from National, dated February 15, 2019.

I declare under penalty of perjury that the foregoing facts are true and correct.

Date: New York, New York
March 28, 2019

/s/ Robert Berezin
Robert Berezin*
* Admitted pro hac vice